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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**

**BETHUNE-COOKMAN COLLEGE, INC.**

Pursuant to Section 617.021, Florida Statutes, the following Amended and Restated Articles of Incorporation of Bethune-Cookman College, Inc. were duly adopted by the members and the Board of Trustees of the corporation of October 25, 2002. These Restated Articles of Incorporation restate and integrate the Articles of Incorporation of Bethune-Cookman College, Inc., approved by the Secretary of State of Florida on July 6, 1999, as amended, except that **Article VIII, Dissolution**, has been amended to reflect the sole controlling party in the distribution of properties and assets and recipients and **Article IX, Registered Office and Registered Agent Acknowledgment and Certificate Designating Registered Agent and Street Address for Service of Process**, has been amended to show a change in the name of the registered agent and a change in the Board Secretary. **Bylaw Article VI, The President** has been restated to amend the responsibility of the College President to the Board of Trustees. There is no discrepancy between the Articles of Incorporation, as amended, and the provisions of these Restated Articles of Incorporation other than the inclusion of the amendments adopted as set forth above, and omission of matters of historical interest.

**ARTICLE I.**

The name of this corporation shall be **Bethune-Cookman College, Inc.**

## **ARTICLE II.**

### **GENERAL NATURE AND OBJECT OF THE CORPORATION**

The general nature and object of the corporation shall be:

- (A) The establishment and maintenance of an institution for the moral, physical, spiritual, industrial and intellectual education and advances of mankind.
- (B) To establish, conduct, manage, and otherwise operate an institution of higher education, or other educational facilities of any nature for the moral, physical, spiritual, industrial and intellectual education and advancement of mankind.
- (C) To employ, contract for, or otherwise obtain the services of educators, administrators, research specialists, and other authorities in education and administration to engage in lectures, research, teaching, demonstrations, administration, or in any other endeavor related to the general nature and object of this corporation.
- (D) To grant loans and/or scholarship gifts and otherwise render assistance to students and educators engaging in endeavors related to the general nature and object of the corporation.
- (E) To construct, erect, build, maintain, manage and supervise libraries, classrooms, dormitories, athletic facilities, and other facilities for the furtherance of the general nature and object of the corporation.
- (F) To borrow money, to contract debts when necessary to the transactions of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue, from time to time, bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, secured or unsecured, payable at a specific time or times, or payable upon the happening of a specified event or

events, for monies borrowed, or in payment for property acquired, or for any of the other objects or purposes of the corporation.

- (G) To have one or more offices, and to conduct its business and promote its objects within and without the State of Florida, and other states, the District of Columbia, the territories, possessions and dependence of the United States, and in foreign countries, without restriction as to place or manner.
- (H) To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.
- (I) To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, rights, privileges, franchises, and other assets.
- (J) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of all and otherwise use and deal in and with, shares and other interests, or obligations of, corporations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
- (K) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, in its own right, as trustee, or in any other fiduciary capacity, wheresoever situated.
- (L) To lend money for its corporate purposes, to invest and reinvest in funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (M) To make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

(N) To do all and everything necessary or appropriate for the accomplishment of any of its purposes, the obtaining of any of its objects, the furtherance of any of the powers enumerated in this charter or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, trustee, or otherwise.

The foregoing paragraph shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

This corporation is not organized for pecuniary profit nor does it have any power to issue certificates of stock or to declare dividends, and no part of its net earnings shall inure to the benefit of any member, directors, trustee or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation, of whatsoever kind and nature, shall be used and distributed exclusively for educational purposes.

### **ARTICLE III. MEMBERSHIP**

The membership of this corporation shall consist of those persons who shall have manifested their fidelity to the purposes and objects of this corporation. The said members shall comprise a Board of Trustees and the said trustees shall be divided into three classes, one-third of whom shall be elected annually. A trustee may serve three terms, a total of nine (9) years. Then the trustee must rotate off the board for at least one year. Moreover, there may be certain trustees elected to the Board of Trustees for terms of one (1) year, at the discretion of the Board of Trustees. Trustees

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elected for one (1) year terms shall otherwise be governed by the provisions applicable to trustee elected for terms of three (3) years. The said Board of Trustees and their successors may remove any member of the board as provided by the Bylaws of this corporation.

#### **ARTICLE IV.**

##### **TIME OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE V. MANAGEMENT**

The affairs of this corporation shall be managed by a Board of Trustees, subject to the rules and regulations of the Board of Higher Education and Ministry of the United Methodist Church, a Tennessee corporation, or its successor, and subject to the Discipline of the United Methodist Church. The said Board of Trustees shall be composed of not less than twenty-four (24) nor more than thirty-six (36) plus Ex-officio members. All vacancies on the said Board of Trustees shall be filled on nomination and election by the Board of Trustees. The officers of the Board of Trustees shall consist of a Chairman, First Vice Chairman, Second Vice Chairman, Third Vice Chairman, a Secretary, and a Treasurer to be elected by a majority vote of the members present, provided that a quorum is present at the Annual Spring Meeting of said board. Twenty (20) members of the Board of Trustees either in person or by proxy shall be necessary to constitute a quorum.

The names and addresses of the Board of Trustees are as follows:

**BOARD OF TRUSTEES ROSTER  
BETHUNE-COOKMAN COLLEGE**

Updated: October 25, 2002

1. Dr. William S. Barnes (O'02)  
Senior Pastor  
St. Luke United Methodist Church at  
Windermere  
4851 South Apopka-Vineland Road  
Orlando, FL 32819  
Telephone: (407) 876-4991, Ext. 224  
Fax #: (407) 876-6495  
E-mail: [bbarnes@st.lukes.org](mailto:bbarnes@st.lukes.org)
2. Mr. Robert L. Billingslea (O'97)  
Corporate Director, Urban Affairs  
Disney Worldwide Services, Inc.  
Post Office Box 10000  
Lake Buena Vista, FL 32830-1000  
Telephone: (407) 828-2700  
Fax #: (407) 828-3307  
E-Mail: [Bob.Billingslea@Disney.com](mailto:Bob.Billingslea@Disney.com)
3. **BURNEY BIVENS, ESQUIRE (M'96)**  
**FIRST VICE CHAIR & CHAIR,**  
**AD HOC COM. ON CONSTRUCTION**  
Bivens, Jones & Associates  
1543 Kingsley Avenue, #18-B  
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Telephone: (904) 264-8412  
Fax #: (904) 264-2456  
E-Mail: [attvbivens@aol.com](mailto:attvbivens@aol.com)
4. **MR. A. RAY BRINSON (M'92)**  
**CHAIR, AUDIT COMMITTEE**  
12873 Dunes Lake Terrace  
Jacksonville, FL 32225  
Telephone: (904) 996-7122  
Fax #:  
E-Mail: [graybrinson@msn.com](mailto:graybrinson@msn.com)
5. **MR. MATTHEW L. BROWN (M'94)**  
**CHAIR, STUDENT LIFE COMMITTEE**  
CEO, Big Apple Tire Company  
Two Melton Drive, West  
Rockville Centre, New York 11570  
Telephone: (718) 756-2300  
Fax #: (718) 467-1942  
E-Mail: [BigAppleTire@AOL.com](mailto:BigAppleTire@AOL.com)
6. **MR. JACOB F. BRYAN, IV (O'91)**  
**CHAIR, FINANCE COMMITTEE**  
The Bryan Group  
3201 Independent Square  
Jacksonville, FL 32202  
Telephone: (904) 355-7755  
Fax #: (904) 355-5333  
E-Mail: [JFBryanIV@AOL.com](mailto:JFBryanIV@AOL.com)
7. Mr. Robert Carter (M'96)  
President and Owner  
S.S. Designs, Inc.  
5558 Commercial Boulevard  
Winter Haven, FL 33880  
Telephone: (863) 965-2576  
Fax #: (863) 967-0786  
E-Mail: [Robert.Carter@SSDesigns.Net](mailto:Robert.Carter@SSDesigns.Net)
8. **DR. CHARLES W. COURTOY (O'92)**  
**THIRD VICE CHAIRMAN AND**  
**CHAIR, NOMINATIONS COMMITTEE**  
1121 Mountain View Drive  
Maggie Valley, NC 28751  
Telephone: (828) 926-3307  
Fax #: (828) 926-3807  
E-Mail: [TTCourt@AOL.com](mailto:TTCourt@AOL.com)
9. Dr. Nathaniel L. Davis (M'94)  
Educator, Ret.  
1416 Jefferson Street  
Jacksonville, FL 32209  
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Fax #: (904) 355-4005  
E-Mail: None
10. Dr. Montfort C. Duncan, Jr. (O'01)  
Executive Director  
New Church Development  
Florida Conference  
The United Methodist Church  
P.O. Box 3767  
Lakeland, FL 33802  
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Fax #: (863) 688-7233  
E-Mail: [mduncan@flumc.org](mailto:mduncan@flumc.org)
11. **MR. W. WALLACE DUTTON, III (O'98)**  
**CHAIR, COLLEGE ADVANCEMENT COM.**  
Vice President, Resident Manager  
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Dunedin, FL 34698  
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(727) 462-2362 (w)  
Fax #: (727) 441-4050  
E-Mail: [wwallace\\_dutton\\_III@ml.com](mailto:wwallace_dutton_III@ml.com)
12. **DR. M. McCOY GIBBS (M'97)**  
**CHAIR, PERSONNEL COMMITTEE**  
Minister Emeritus  
Morrison United Methodist Church  
411 Oak Hammock Lane  
Leesburg, Florida 34748  
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Fax #: (352) 787-0559  
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13. Mr. James R. Gregg (O'96)  
Investor  
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Lecsborg, FL 34748  
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(352) 787-2858 (H)  
Fax #: (352) 787-1638  
E-Mail: [JRGCGZG@AOL.com](mailto:JRGCGZG@AOL.com)
14. DR. LARRY R. HANDFIELD (M'94)  
CHAIR, BUILDING & GROUNDS  
SUBCOMMITTEE ON FINANCE  
Pitts, Handfield & Valentine, P.A.  
4770 Biscayne Blvd., Suite 1130  
Miami, FL 33137  
Telephone: (305) 576-1011  
Fax #: (305) 571-9287  
E-Mail: [lhandf2302@AOL.com](mailto:lhandf2302@AOL.com)
15. Mr. David R. Hochstetler (M'97)  
Marketing Consultant  
10156 Daisy Avenue  
Palm Beach Gardens, FL 33410  
Telephone: (561) 626-7012  
Fax #: (561) 624-2264  
E-Mail: [DHochstetlr@Adelphia.Net](mailto:DHochstetlr@Adelphia.Net)
16. Dr. Wendell P. Holmes, Jr. (O'78)  
Immediate-Past Board Chairman  
Proprietor and CEO  
Holmes Funeral Home  
Post Office Box 2704  
Jacksonville, FL 32203-2704  
Telephone: (904) 765-1641  
Fax: (904) 765-9579  
E-Mail: None
17. Mr. Michael P. Johnson (M'01)  
Senior VP of Human Resources &  
Administration  
Williams  
One Williams Center  
Post Office Box 2400  
Tulsa, OK 74012  
Telephone: (918) 573-2088 (w)  
Fax #: (918) 573-6211  
E-Mail: [michael.johnson@williams.com](mailto:michael.johnson@williams.com)
18. Reverend Dr. Barbara L. King (O'01)  
Founder-Minister  
Hillside Chapel & Truth Center, Inc.  
2450 Cascade Road, SW  
Atlanta, GA 30311  
Telephone #: (404) 753-9630  
Fax #: (404) 753-5029  
E-Mail: [DrBKing@BellSouth.Net](mailto:DrBKing@BellSouth.Net)
19. Mr. F. Michael Kyle (O'99)  
Senior Vice President  
U. S. Telecenter Operations  
D&B, Inc.  
899 Eaton Avenue  
Bethlehem, PA 18025  
Telephone #: (610) 882-6441-B  
(703) 435-5914-11  
Fax #: (610) 807-1210-B  
E-Mail: [kylcm@dnb.com](mailto:kylcm@dnb.com) - B  
[michael@kyle.name](mailto:michael@kyle.name)
20. REVEREND HERBERT R. LANGE (M'95)  
CHAIR, HONORARY DEGREES COM.  
700 Riverside Drive  
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Telephone: (727) 934-0013  
Fax #:  
E-Mail: [HerbLange@yahoo.com](mailto:HerbLange@yahoo.com)
21. Dr. LaDoris McClaney (M'00)  
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22. Mr. George F. McPhillips (O'99)  
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23. DR. J. STANLEY MARSHALL (O'94)  
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Chairman and CEO  
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24. Mrs. Mary Alice Massey (O'97)  
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25. Mr. Irving Matthews (O'02)  
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26. Mr. Lee E. Rhyant (O'02)  
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27. Dr. Patrick David Roberts (O'99)  
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E-Mail: [medarts@corahwave.com](mailto:medarts@corahwave.com)
28. REVEREND PHILIP H. ROUGHTON (M'01)  
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Ormond Beach, FL 32176  
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30. Mrs. Brenda Schofield (O'98)  
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31. Mr. Hilton O. Smith (O'96)  
Corporate Vice President  
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E-Mail: [hsmith@tcco.com](mailto:hsmith@tcco.com)
32. William Giles Talley, Jr. (O'99)  
President  
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Telephone: (352) 787-4248 - Office  
Fax #: (352) 787-9026  
E-Mail: [jtalley@AOL.com](mailto:jtalley@AOL.com)
33. DR. JAMES L. WAITS (O'98)  
CHAIR, EDUCATIONAL POLICIES COM.  
President  
Fund for Theological Education, Inc.  
825 Houston Mill Road, Suite 250  
Atlanta, GA 30329-4211  
Telephone: (404) 727-1450 (W)  
(404) 266-0812 (H)  
Fax #: (404) 727-1490  
E-Mail: [JYwaits@TheFund.org](mailto:JYwaits@TheFund.org)
34. LINDA F. WELLS, ESQUIRE (O'00)  
BOARD TREASURER  
1502 Marion Avenue  
Tallahassee, FL 32308  
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Fax #: (850) 487-4696  
E-Mail: [lwells@unr.net](mailto:lwells@unr.net)
35. BISHOP TIMOTHY WHITAKER (M'01)  
SECOND VICE CHAIRMAN  
Bishop, Florida Conference  
The United Methodist Church  
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Fax #: (863) 687-0568  
E-Mail: [bishop@flumc.org](mailto:bishop@flumc.org)
36. DR. EUGENE M. ZIMMERMAN (M'97)  
CHAIR, ATHLETICS SUBCOMMITTEE  
Minister  
Cypress Lake United Methodist Church  
8570 Cypress Lake Drive  
Ft. Myers, FL 33919  
Telephone #: (239) 454-4237  
Fax #: (239) 482-6366  
E-Mail: [gezimme@myexcel.com](mailto:gezimme@myexcel.com)
- EX-OFFICIO**
- DR. OSWALD P. BRONSON, SR.  
PRESIDENT  
Bethune-Cookman College  
640 Dr. MM Bethune Blvd.  
Daytona Beach, FL 32114-3099  
Telephone: (386) 252-8667  
Fax #: (386) 257-7027  
E-Mail: [leep@cookman.edu](mailto:leep@cookman.edu)

**ARTICLE VI.  
BYLAWS**

The Bylaws of this corporation shall be made, adopted, amended, altered and rescinded by a two-thirds of the membership present, provided that there is a quorum, as hereinabove set forth, present.

**ARTICLE VII.**

**AMENDMENT TO THE ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended by a proposal of the Board of Trustees duly adopted by the majority of such Trustees and approved by a two-thirds vote of the membership present at any meeting at which a quorum, as hereinabove set forth, is present.

**ARTICLE VIII.  
DISSOLUTION**

This corporation may be dissolved in accordance with Chapter 617 of the Florida Statutes. In the event of dissolution of the corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, the properties and assets of the corporation shall be distributed to the Board of Higher Education and Ministry of the United Methodist Church, Nashville, Tennessee. S u c h properties and assets are to be used for educational purposes as promoted by Bethune-Cookman College.

**ARTICLE IX.**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the corporation is 640 Dr. Mary McLeod Bethune Boulevard, Daytona Beach, Florida. The name of the registered agent of the corporation at such address is E. Dean Montgomery.

IN WITNESS WHEREOF, the undersigned President and Secretary have executed these Amended and Restated Articles of Incorporation this 30 day of October, 2002.

**BETHUNE-COOKMAN COLLEGE, INC.**

By: Donald P. Bronson, Jr.  
President

Attest: [Signature]  
Secretary

**ACKNOWLEDGMENT**

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of November, 2002 by Donald P. Bronson, Jr. and \_\_\_\_\_, College President and Board Secretary, respectively, of Bethune-Cookman College, Inc., a Florida corporation, on behalf of the corporation.

[Signature]  
Notary



MAGNOLIA J. UPSON  
Notary Public, State of Florida  
My comm. expires Aug. 7, 2006  
Comm. No. DD 133403

**CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS FOR  
SERVICE OF PROCESS**

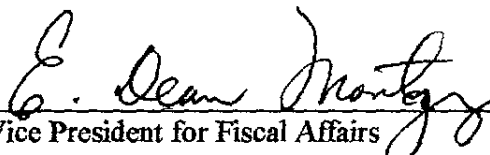
Pursuant to Section 48.091, Florida Statutes, Bethune-Cookman College, Inc., hereby designates  
E. Dean Montgomery and 640 Dr. Mary McLeod Bethune Boulevard,  
Daytona Beach, Florida, as its registered agent and the street of its registered offices, respectively,  
for service of process within the State of Florida.

**BETHUNE-COOKMAN COLLEGE, INC**

  
\_\_\_\_\_  
President

**ACCEPTANCE OF DESIGNATION**

I hereby accept the foregoing designation as registered agent of Bethune-Cookman College, Inc.  
For service of process within the State of Florida.

  
\_\_\_\_\_  
Vice President for Fiscal Affairs